Cygnet Health Care plc

Directors' Report and Financial Statements

for the year ended 31 October 1994

## Company Information

**Directors** 

K.A.R. Wilson - Chairman
J.C. Hughes - Chief executive
J.B. Randle - Non executive - Non executive R. Holmes

Secretary

., '

R.C. Dinham

Company Number

2141256

Registered Office

Godden Green Clinic

Godden Green Sevenoaks Kent TN15 OJR

Auditors

Noel & Co.

Chartered Accountants and Registered Auditors

4 Parliament Close

Prestwood Great Missenden

Buckinghamshire HP16 9DT

Bankers

Midland Bank plc 70 Pall Mall London SW1Y 5EZ

3i plc 91 Waterloo Road London SE1 8XP

Solicitors

Pollecoff Rangeley 125/135 City Road London EC1V 1JB

# Cygnet Health Care plc Contents

Y 2 Y

,	Page
Chairman's Statement	1 - 2
Directors' Report	3 - 4
Statement of Directors' Responsibilities	5
Auditors' Report	6
Profit and Loss Account	7
Statement of Total Recognised Gains and Losses	8
Balance Sheet	9
Cash Flow Statement	10 - 11
Notes to the Financial Statements	12 - 20

## Chairman's Statement for the year ended 31 October 1994

## Corporate Goals

Our benchmark remains the seeking of continuous improvement in the quality of care delivered to our patients whilst also maximising growth and returns for our shareholders. The company is currently focused on acute psychiatric care and elderly care and the intention is to broaden the menu of services within these areas, identifying niche activities which capitalise on existing management skills and unit locations.

## Trading Performance

1993/94 has proved to be an unsatisfactory year with reduced performance from both of the company's acute psychiatric and elderly care activities. The results for the year ended 31 October 1994 show a profit before taxation of £153,000 as compared with £423,000 in the previous year. However, long term loans of £750,500 were repaid during the year and the sale, after the year end, of surplus property for some £862,000 has reduced gearing from 224% to 134%.

Whilst the financial performance was less than satisfactory, the company has ended the year better positioned to perform in the sectors in which it operates.

## Property Review

During the year two non income producing cottages at Tabley were sold, realising £173,000 including a profit over book value of £70,000. Subsequent to the year end, in March 1995, the remainder of the non income producing property at Tabley was disposed of, realising £862,000 including a profit of £700,000 over book value.

#### Psychiatric Care Review

The company's traditional private acute psychiatric market, which expanded without interruption between 1980 and 1992, declined in 1993/94 with an approximately 10% reduction in the number of private acute psychiatric admissions as compared with the previous year.

In the meantime, revenue derived from the NHS grew by in excess of 300% as good working relationships were built with a high proportion of the NHS purchasers and providers in areas surrounding our hospitals. In the initial stages, the margins on this new business were extremely low due to additional costs in meeting the special needs of these patients. These costs have now been reflected in revised price schedules. The rapid development of this NHS business stream has been the principal tangible achievement of 1993/94.

## Chairman's Statement (Continued) for the year ended 31 October 1994

## Elderly Care Review

The continuing impact of the new Community Care Act saw a reduction in the number of new admissions at our nursing homes with a consequent 8% reduction in occupancy. Additional focus is now being applied to increase outreach activity and market awareness to reverse this decline and management changes have been made to facilitate this.

### **Employees**

Each year sees quantum change in the market places in which we operate and our ability to assimilate these changes and capitalise on opportunities is entirely attributable to the skills, commitment and loyalty of our staff. Undoubtedly, our greatest asset is this dedicated cohort. Continuing the development of their skills and providing career advancement opportunities is a priority. On behalf of the Cygnet Board, I would like to thank each member of staff for their loyalty, dedication and enthusiasm.

#### Prospects

With the substantial reduction in borrowing following the sale of the Tabley stable block and a range of opportunities under investigation and development, the prognosis for the forthcoming year is most encouraging. Additionally, the investment in developing acute psychiatric services for the NHS is already bearing fruit and can be expected to mature further whilst the improving economy can be expected to enhance private psychiatry.

K.A.R. Wilson

Chairman

## Directors' Report for the year ended 31 October 1994

The directors present their report and the financial statements for the year ended 31 October 1994.

## Principal Activities and Review of the Business

The principal activity of the company is acquiring, developing and operating psychiatric and elderly health care facilities.

The bed capacity of the company's facilities provides for 164 short stay psychiatric patients and 93 long stay elderly care, as follows:

Acute psychiatric units	Bed capacity
Godden Green Clinic, Sevenoaks, Kent Harrogate Clinic, Harrogate, North Yorkshire Lindisfarne Suite, Nuffield Hospital, Newcastle upon Tyne Stamford Wing, Royal Masonic Hospital, London Bowden House, Harrow on the Hill (joint venture)	54 34 13 24 39
bowden nouse, narrow on the nill (joint venture)	
Elderly care	164 
Tabley House, Knutsford, Cheshire Tupwood Gate Nursing Home, Caterham, Surrey	54 39 
	93

#### Results and Dividends

The results for the year are set out on page 7.

The directors do not recommend payment of a dividend.

It is proposed that the retained profit of £152,592 is transferred to reserves.

## Fixed Assets

Details of movements in fixed assets during the year are set out in note 7 to the financial statements.

## Directors' Report (Continued) for the year ended 31 October 1994

## Directors and their Interests

The directors who served during the year and their interests in the company were as stated below.

as stated below.			of shares
	Class of share	1994	1993
J.C. Hughes	New ordinary shares 'A' ordinary shares New preference shares New deferred shares	1,000 616,325 200,000 570,325	1,000 700,325 200,000 570,325
K.A.R. Wilson	'A' ordinary shares New deferred shares	186,500 67,500	-
J.B. Randle		-	-
R. Holmes		_	-

At 31st October 1994 immediate relatives of Mr J.C. Hughes held 506,200 shares (1993:421,200), comprising 352,300 'A' ordinary (1993:267,300) and 153,900 new deferred shares (1993:153,900). Mr K.A.R. Wilson holds options over 100 new ordinary shares (1993:100)

#### Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution proposing that Noel & Co. be reappointed as auditors of the company will be put to the Annual General Meeting.

This report was approved by the Board on 8 May 1995

R.C. Dinham Secretary

R. Dilm

## Statement of Directors' Responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## Auditors' Report to the shareholders of Cygnet Health Care plc

We have audited the financial statements on pages 5 to 20 which have been prepared under the historical cost convention as modified by the revaluation of certain fixed assets and the accounting policies set out on page 12.

### Respective responsibilities of directors and auditors

As described on page 5 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

## Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 October 1994 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Noel & Co.

8 May 1995

Chartered Accountants Registered Auditors

4 Parliament Close Prestwood Great Missenden Buckinghamshire HP16 9DT

# Profit and Loss Account for the year ended 31 October 1994

	Notes	1994 £	1993 £
Turnover	2	5,131,964	4,994,166
Operating costs		(4,475,593)	(4,033,736)
Operating profit	3	656,371	960,430
Other interest receivable and similar income Interest payable and	4	3,411	4,845
similar charges  Profit on ordinary	5	(505,979)	(541,790)
activities before taxation		153,803	423,485
Tax on profit on ordinary activities	6	(1,211)	
Profit for the year	15	£ 152,592	£ 423,485

# Statement of Total Recognised Gains and Losses for the year ended 31 October 1994

	1994 £	1993 £
Profit for the financial year	152,592	423,485
Unrealised on revaluation of properties		898,619
Total recognised gains and losses relating to the year	£ 152,592	£1,322,104
Note of historical cost profits and losses		
	1994 £	1993 £
Reported profit on ordinary activities before taxation	153,803	423,485
Realisation of property revaluation gains of previous years	34,655	69,309
Historical cost profit on ordinary activities before taxation	£ 188,458	£ 492,794
Historical cost profit for the year retained after taxation, extraordinary items and dividends	£ 187,247	£ 492,794

## Balance Sheet as at 31 October 1994

		1994	1	.993
	Notes	£ £	£	£
Fixed Assets Tangible assets	7	7,898,	348	8,104,207
Current Assets Stocks Debtors Cash at bank and in hand	8 9 -	8,226 648,429 2,026 658,681	7,443 592,224 172,756 772,423	<del>4</del> 5 -
<pre>Creditors: amounts falling   due within one year</pre>	10(1	,762,508)	(1,484,20	1)
Net Current Liabilities		(1,103,	,827)	(711,778)
Total Assets Less Current Liabilities		6,794	,521	7,392,429
Creditors: amounts falling due after more than one year	11	(4,360	,	(5,110,817)
		£ 2,434	,204 <del></del>	£2,281,612
Capital and Reserves				
Called up share capital Share premium account	13	6,202 146	,611 ,933	6,202,611 146,933
Revaluation reserve Profit and loss account	14 15	1,280 (5,196	,740	1,315,395 (5,383,327)
Shareholders' Funds	16	£ 2,434	<b>,</b> 204	£2,281,612

The financial statements were approved by the Board on 8 May 1995.

J.C. Hughes

Director

K.A.R. Wilson

Director

# Cash Flow Statement for the year ended 31 October 1994

	19	194	199	93
	£	£	£	£
Net cash flow from operating activities		803,616		984,347
Returns on investments and servicing of finance				
Interest received Interest paid	3,411 (568,828)	)	4,845 (525,009)	
Net cash flow from returns on investments and servicing of finance		(565,417)		(520,164)
Corporation tax paid (including advance corporation tax)	(1,211)	)		
Tax paid		(1,211)		-
Investing activities				
Payments to acquire tangible	(46,222)	•	(59,686)	
assets Receipts from sales of tangible	•		•	
assets	173,128		266,431	
Net cash flow from investing activities		126,906		206,745
Net cash flow before financing		363,894		670,928
Financing				
Repayment of long term bank loan	(750,500)	)	<u>(581,378)</u>	
Net cash flow from financing		(750,500)		(581,378)
Increase in cash and cash equivalents	S	£(386,606)	:	£ 89,550
				<del></del>

# Notes to the Cash Flow Statement for the year ended 31 October 1994

1	Reconciliation of operating profit to net cash flow from operating activities		1994 £	1993 £
	Operating profit Depreciation of tangible assets Profit on disposal of tangible assets Increase in stocks		656,371 149,126 (70,173) (783)	960,430 155,058 (68,694) 871
	Increase in debtors Increase in creditors due within one year	_	(56,205) 125,280	
	Net cash flow from operating activities	£	803,616	£ 984,347
2	Analysis of changes in cash and cash equivalents during the year		1994 £	1993 £
	Balance at 1 November 1993 Net cash flow		172,756 (386,606)	83,206 89,550
	Balance at 31 October 1994	£	(213,850)	£ 172,756
3	Analysis of the balances of cash and cash equivalents as shown in the balance sheet	1994 £	1993 £	Change in year £
	Cash at bank and in hand Bank overdrafts	2,026 (215,876)	172,756 -	(170,730) (215,876)
		£(213,850)	£172,756	£(386,606)
4	Analysis of changes in financing during the year		Share capital	
			£	obligations £
	Balance at 1 November 1993 Cash flow from financing	1	6,349,544	5,743,317 (750,500)
	Balance at 31 October 1994	£	6,349,544	£4,992,817

## Notes to the Financial Statements for the year ended 31 October 1994

### 1. Accounting Policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention modified to include the revaluation of freehold land and buildings and include the results of the company's operations as indicated in the directors' report, all of which are continuing.

### 1.2 Compliance with accounting standards

The company has complied with applicable accounting standards.

#### 1.3 Turnover

Turnover represents amounts receivable for goods and services provided in the UK net of VAT and trade discounts and the share of profits from the joint venture at St. Andrew's at Harrow, Bowden House.

## 1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Leasehold properties - Straight line over the life of the lease

Fixtures, fittings and equipment - 5 - 10 years

Motor vehicles - 5 years

No depreciation is provided in respect of freehold or long leasehold land or buildings as it is the company's policy to maintain these so as to extend their useful lives.

#### 1.5 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

#### 1.6 Stock

Stock is valued at the lower of cost and net realisable value.

#### 1.7 Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the year in accordance with SSAP 24.

## 1.8 Deferred taxation

Provision is made for deferred taxation using the liability method to take account of timing differences between the incidence of income and expenditure for taxation and accounting purposes except to the extent that the directors consider that a liability to taxation is unlikely to crystallise.

## Notes to the Financial Statements for the year ended 31 October 1994

## 2. Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the U.K.

3.	Operating Profit Operating profit is stated after charging:	1994 £	1993 £
	Depreciation of tangible assets Hire of plant and machinery	149,126 3,913	155,058 3,715
	Operating lease rentals  - Land and buildings Auditors' remuneration Remuneration of auditors for non-audit work	5,000 12,000 1,700	5,000 12,000 6,200
4.	Other Interest Receivable and Similar Income	1994 £	1993 £
	Bank interest received Other interest received	3,411	4,470 375
		£ 3,411	£ 4,845
5.	Interest Payable	1994 £	1993 £
	On bank loans and overdrafts On loans repayable after 5 years	18,120 486,273 73	
	On overdue tax Other	1,513	1,208
		£ 505,979	£ 541,790

## Notes to the Financial Statements for the year ended 31 October 1994

6.	Taxation	1994 1993
	Prior years U.K. Corporation tax	1,211 -
		£ 1,211 £ -

The company had carry forward losses of £3,250,000 (1993 - £3,500,000) at the balance sheet date.

The company has a potential corporation tax liability of £41,250 (1993: £27,250) at a rate of 25% on capital gains. No provision has been made as the company is seeking to roll over these gains into the acquisition of relevant new assets.

7.	Tangible Assets						
	J	Land and buildings Freehold	building Leasehol	Land and sbuildings dLeasehold (long)	fittings	& vehicl	• •
		£	£	£	£	£.	£.
	Cost or valuation				<del></del>	_	_
	At 1 November 1993 Additions			1,916,041 5,943			8,729,208 46,222
	Disposals		<del></del>	(95,086)	(6,360)	(36,612)	(138,058)
	At 31 October 1994	5,261,283	301,947	1,826,898	1,176,923	70,321	8,637,372
	Depreciation						-
	At 1 November 1993	3 -	55,077	_	477,696	92,228	625,001
	On disposals	_	-	_		(32,658)	
	Charge for year		16,496		123,350		
	At 31 October 1994	4	71,573		598,601	68,850	739,024
	Net book values						
	At 31 October 1994	5,261,283 ————	230,374	1,826,898	578,322	1,471	7,898,348
	At 31 October 1993	5,255,604	246,870	1,916,041	670,987	14,705	8,104,207

Freehold properties were revalued on 8th March 1994 on the basis of an open market valuation for existing use by Erdman Lewis, International Property Consultants.

## Notes to the Financial Statements for the year ended 31 October 1994

8.	Stocks	1994 £	1993 £
	Finished goods and goods for resale	8,226	7,443
9.	Debtors	1994 £	1993 £
	Trade debtors	615,597	
	Other debtors Prepayments and accrued income	66 32,766	1,101 46,052
		£ 648,429	£ 592,224
10.	Creditors: amounts falling due within one year	1994 £	1993 £
	Bank loans and overdrafts Trade creditors	848,376 239,745	
	Taxes and social security costs	78,387	73,898
	Other creditors Accruals and deferred income	265,790 330,210	
		£1,762,508	£1,484,201

## Notes to the Financial Statements for the year ended 31 October 1994

11.	Creditors: amounts falling due after more than one year Loans	1994 1993 £ £ 4,360,317 5,110,817
	Loans	
	Not wholly repayable within five years by instalments Variable rate secured loan notes 1991-2002	3,122,817 3,653,317
	Term loan	1,870,000 2,090,000
	Included in current liabilities	4,992,817 5,743,317 (632,500) (632,500)
		£4,360,317£5,110,817
	Instalments not due within five years	£2,095,750£2,846,250

The loan notes and the term loan are secured by fixed charges on the company's tangible fixed assets and by floating charges on all assets of the company.

The loan notes and the term loan are repayable by equal six monthly instalments from June 1993 to December 2002. Interest is payable on each loan at 3% above LIBOR.

## 12. Pension Costs

Pension costs represent contributions to a money purchase scheme for all eligible employees.

## Notes to the Financial Statements for the year ended 31 October 1994

13.	Share Capital	1994 £	1993 £
	Authorised 9,000 New ordinary shares of 1p each 30,562,500 'A' ordinary shares of 50p each 800,000 New preference shares of £1 each 25,000,000 New deferred shares of 50p each	90 15,281,250 800,000 12,500,000	90 15,281,250 800,000 12,500,000
		£ 28,581,340	£ 28,581,340
	Allotted, called up and fully paid 8,600 New ordinary shares of 1p each 8,152,526 'A' ordinary shares of 50p each 800,000 New preference shares of £1 each 2,652,524 New deferred shares of 50p each	86 4,076,263 800,000 1,326,262 £ 6,202,611	

The company has authority to issue warrants and options over 400 new ordinary shares, exercisable at £200 per share. Warrants and options have been issued over 397 new ordinary shares. The 210 warrants are exercisable between 30 September 1994 and 18 November 2001 and the 137 options, which have been issued under an approved Inland Revenue share option scheme, are exercisable between 30 September 1994 and 30 September 2001.

The new ordinary shares rank pari passu with the 'A' ordinary shares except that as a class they represent 89.5833% of the voting, income and capital rights applicable to the holders of all ordinary shares.

The 'A' ordinary shares represent in total 10.4167% of the voting, income and capital rights of the ordinary share capital.

The new preference shares are redeemable at par by 31st December 2002.

The new deferred shares have no rights to dividends or to voting and only minimal rights in the event of a winding up.

14.	Revaluation Reserve	1994 £	1993 £	
	Balance brought forward at 1 November 1993 Revaluation during the year Transfer of realised profits	1,315,395 - (34,655)	486,085 898,619 (69,309)	
	Balance carried forward at 31 October 1994	£1,280,740£1,315,395		

## Notes to the Financial Statements for the year ended 31 October 1994

15.	Profit And Loss Account	1994 £	1993 £
	Accumulated losses at 1 November 1993 Retained profit for the year Transfer from revaluation reserve	(5,383,327) 152,592 34,655	(5,876,121) 423,485 69,309
	Accumulated losses at 31 October 1994	£(5,196,080)£	(5,383,327)
16.	Reconciliation of Movements in Shareholders'	Funds 1994 £	1993 £
	Profit for the financial year Other recognised gains and losses	152,592	423,485 898,619
	Net addition to shareholders' funds Opening shareholders' funds	152,592 2,281,612	1,322,104 959,508
	Closing shareholders' funds	£2,434,204	£2,281,612

## 17. Financial Commitments

At 31 October 1994 the company had annual commitments under non-cancellable operating leases as follows:

Frains datas	Land and 1994 £	buildings 1993 £
Expiry date: In over five years	5,000	5,000
	£ 5,000	£ 5,000

# Notes to the Financial Statements for the year ended 31 October 1994

18.	Directors' Emoluments	1994 £		1993 £
	Remuneration	153,6	00	198,123
	Emoluments disclosed above (excluding pension contributions) include amounts paid to:			
	The chairman	£ 31,5	19 £	55,532
	The highest-paid director	£ 94,1	06 £	126,071
	Other directors' emoluments (excluding pension contributions) were in the following ranges:	Num	ber	Number
	£Nil - £5,000 £5,001 - £10,000	=	_ 2 <del></del>	<u>1</u>
19.	Employees			
	Number of employees			
	The average weekly number of employees (including directors) during the year was:			1993
			er	
	Full time Part time	1	38 97	139 86
			35	225
	Employment costs			
		£		£
	Wages and salaries Social security costs Other pension costs	245,6	78	2,574,670 238,110 17,743
		£3,043,7	85£2	,830,523

Notes to the Financial Statements for the year ended 31 October 1994

## 20. Post Balance Sheet Events

Since the year end the company has sold non income producing property at Tabley for £862,000. Profits realised on this sale amount to £700,000 and related taxation will amount to £245,000, subject to relief for hold over through the investment of these proceeds in new facilities.